

# **EXHIBIT S**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK  
CHAPTER 11

CASE NO. 09-50026 (REG)  
(Jointly Administered)

IN RE:

MOTORS LIQUIDATION COMPANY, et al.,  
f/k/a General Motors Corporation, et al.,

Debtors,

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TRANSCRIPT DESIGNATED CONFIDENTIAL

TRANSCRIPT OF  
DEPOSITION OF BRUCE R. ZIRINSKY, ESQ.

TRANSCRIPT of the stenographic  
notes of the proceedings in the  
above-entitled matter, as taken by and  
before TAB PREWETT, a Registered  
Professional Reporter, a Certified  
Shorthand Reporter, a Certified LiveNote  
Reporter, and Notary Public, held at the  
Offices of DICKSTEIN SHAPIRO, 1633  
Broadway, New York, New York, on Thursday,  
April 12, 2012, commencing at 10 a.m.

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A P P E A R A N C E S :

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1                               Bruce Zirinsky  
2     B R U C E           Z I R I N S K Y,  
3     doing business at Greenberg Traurig,  
4     MetLife Building,  
5     200 Park Avenue,  
6     New York, New York 10166,  
7     having been sworn by the notary public to  
8     testify to the truth, testified as follows:  
9     DIRECT EXAMINATION

10    BY MR. FISHER:

11               Q       Good morning, Mr. Zirinsky.

12               A       Good morning.

13               Q       Mr. Zirinsky, when did the law  
14     firm of Greenberg Traurig first begin  
15     representing the client in connection with  
16     the General Motors Nova Scotia Finance  
17     notes?

18               A       It was sometime in May of 2009.

19               Q       And how many such clients did  
20     Greenberg represent in May of 2009?

21                       MR. FINGER: I object to the  
22     form of the question. But you can  
23     answer.

24               A       Okay. We started out  
25     representing Aurelius, and then as things

1 Bruce Zirinsky

2 A Yes, once everybody gave up  
3 their signature pages.

4 Q Okay. So you mentioned that  
5 you had custody of the Elliott signature  
6 page. Did you have custody of any other  
7 signature pages?

8 A Not that I -- as I said, I  
9 don't recall on Fortress, but I just don't  
10 have any recollection.

11 Q Was there a moment when  
12 everyone came together and signed the  
13 document?

14 A No. I mean, signature pages  
15 had been gathered in advance with the  
16 understanding that, when we were done,  
17 everybody would release them to Weil  
18 Gotshal -- excuse me, which would then --  
19 Weil Gotshal was obviously in control of  
20 the document and was in control of making  
21 sure that everybody's signature pages were  
22 in, including the GM side.

23 Q So Weil gathered all of the  
24 signature pages?

25 A I believe there was a room in

1                   Bruce Zirinsky  
2     which Weil had put all the signature pages  
3     on their side. And I remember seeing them  
4     all laid out on a table at some point  
5     before I left. It was also -- I have a  
6     recollection that the -- that the -- there  
7     were representatives there from the  
8     Canadian government together with their  
9     counsel who wanted -- we were told they  
10    wanted to make sure that all the signature  
11    pages were in place, so that my  
12    recollection is they actually went into the  
13    room themselves and reviewed to make sure  
14    everybody had signed.

15           Q       And you saw them do that?

16           A       I saw them come out of the  
17    room.

18           Q       Okay. So in terms of the GM  
19    representatives who signed the lock-up  
20    agreement, did you see their signatures on  
21    the agreement before you left Weil Gotshal  
22    that morning?

23           A       I don't know what you mean by  
24    "on the agreement."

25           Q       Did you see their signatures on

1 Bruce Zirinsky

2 privileged; so if you can answer the  
3 question without revealing privileged  
4 communications, you may do so.

5 Otherwise I advise you not to answer.

6 MR. FISHER: Would you read the  
7 question back.

8 Rather than do that, I'm going  
9 to rephrase my question to make sure  
10 that it's not asking for something  
11 that may be privileged.

12 THE WITNESS: Um-hum.

13 Q Were you -- did Mr. Gropper  
14 ever tell Weil why he wanted to review this  
15 document at 6:30 a.m. on June 1, 2009?

16 A I don't know. I don't recall.

17 Q As of 6:30 a.m., do you know  
18 whether Mr. Gropper -- again, based on  
19 anything he may have said in the presence  
20 of Weil or other GM representatives, do you  
21 know whether Mr. Gropper considered the  
22 lock-up agreement to be finished?

23 A I think he was -- had some -- I  
24 think Dan was the last one to finish  
25 reviewing and to deliver signature pages.



1 Bruce Zirinsky

2 I think he delivered them around 7:00, a  
3 little after, maybe 7:15. But it's my  
4 recollection that, you know, Dan was the  
5 last of the noteholders to hand over his  
6 signature pages.

7 Q If you look at the document  
8 that's attached to the E-Mail --

9 A Um-hum.

10 Q -- you will see a footer on the  
11 document. When you were reviewing drafts  
12 of the lock-up agreement, did you pay any  
13 attention to the footer?

14 A No. I'm not a footer person.

15 Q Do you know -- do you know what  
16 version of the lock-up agreement on Weil  
17 Gotshal's document management system this  
18 document is, the one that we are looking  
19 at?

20 A I have no idea.

21 Q And do you have any idea what  
22 version of the lock-up agreement is the  
23 version that all the parties considered  
24 final?

25 A I have no idea.

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J U R A T

I DO HEREBY CERTIFY that I have  
read the foregoing transcript of my  
deposition testimony.

SWORN TO AND SUBSCRIBED  
BEFORE ME THIS  
DAY OF 2012  
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I N D E X

WITNESS DIRECT CROSS

BRUCE R. ZIRINSKY, ESQ.

BY MR. FISHER 4

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2	E X H I B I T S	
3	NUMBER DOCUMENT PAGE	
4		
5	Exhibit No. Zirinsky 1, E-Mail,	14
6	Bates Nos. WGM 725 through 733	
7	Exhibit No. Zirinsky 2, E-Mail,	22
8	Bates No. WGM 33337	
9	Exhibit No. Zirinsky 3, Document,	30
10	Bates Nos. WGM 34461 through 62	
11	Exhibit No. Zirinsky 4, Document,	37
12	Bates Nos. Fortress 2585 to 2586	
13	Exhibit No. Zirinsky 5, Document,	40
14	Bates Nos. Aurelius 21352 through	
15	21512	
16	Exhibit No. Zirinsky 6, Document,	46
17	Bates Nos. WGM 34465 through	
18	34466	
19	Exhibit No. Zirinsky 7, E-Mail	58
20	Document, Bates Nos. WGM 34469	
21	through 34471	
22	Exhibit No. Zirinsky 8, Document,	59
23	Bates No. 34476	
24	Exhibit No. Zirinsky 9, Document,	61
25	Bates Nos. Aurelius 25067 to	
	25068	
	Exhibit No. Zirinsky 10,	78
	Document, Bates Nos. Appaloosa	
	1838 through 1851	

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3 Exhibit No. Zirinsky 11, 82  
Document, Bates Nos. Aurelius  
4 38508 through 38511  
5 Exhibit No. Zirinsky 12, 88  
Document, Bates Nos. WGM 36232 to  
6 36233  
7 Exhibit No. Zirinsky 13, E-Mail, 89  
Bates Nos. MS&Co. 1878 through  
8 1890  
9 Exhibit No. Zirinsky 14, Markup 90  
of Lock-up Agreement, Bates Nos.  
10 Elliott 1269 through 1308  
11 Exhibit No. Zirinsky 15, E-Mail, 92  
Bates Nos. Aurelius 38476  
12  
13 Exhibit No. Zirinsky 16, 94  
Document, Bates Nos. MS&Co. 32646  
through 32670  
14  
15 Exhibit No. Zirinsky 17, 111  
Document, Bates Nos. WGM 34800  
through 34803  
16  
17 Exhibit No. Zirinsky 18, 113  
Document, Bates Nos. WGM 34804  
through 34822  
18  
19 Exhibit No. Zirinsky 19, 118  
Document, Bates Nos. GTGNMS 1  
through 2  
20  
21 Exhibit No. Zirinsky 20, 119  
Document, Bates Nos. WGM 791  
through 819  
22  
23 Exhibit No. Zirinsky 21, 127  
Document, 8-K, Bates Nos.  
Aurelius 14277 through 14285  
24  
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3 Exhibit No. Zirinsky 22, 131  
Document, Bates Nos. Aurelius  
4 14277 through 14285  
5 There was an instruction not to 136  
answer.  
6  
7 There was an instruction not to 138  
answer.  
8 Exhibit No. Zirinsky 23, 140  
Document, exhibit subsequently  
9 withdrawn from record, Bates Nos.  
GHW 2044 to 2045  
10  
11 Exhibit No. Zirinsky 23, 144  
Document, Bates Nos. WGM 35143  
through 35145  
12  
13 Exhibit No. Zirinsky 24, 146  
Document, Bates Nos. Aurelius  
22088 through 22090  
14  
15 Exhibit No. Zirinsky 25, 151  
Document, Bates Nos. Aurelius  
20470 through 20478  
16  
17 Exhibit No. Zirinsky 26, 159  
Document, Bates Nos. WGM 15007  
through 008  
18  
19 Exhibit No. Zirinsky 27, 164  
Document, Bates Nos. WGM 15056  
20  
21 Exhibit No. Zirinsky 28, 169  
Document, Bates Nos. GHW 6218  
through 6219  
22  
23 Exhibit No. Zirinsky 29, 180  
Document, Bates Nos. GHW 6220  
through 21  
24 Document, Lock-Up Agreement with 191  
Signatures, requested  
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CERTIFICATE

I, TAB PREWETT, A Registered Professional Reporter, Notary Public, Certified LiveNote Reporter, and Certified Shorthand Reporter, do hereby certify that prior to the commencement of the examination BRUCE ZIRINKSY was sworn by the notary public to testify the truth, the whole truth and nothing but the truth. I certify that neither Bruce Zirinsky nor counsel for Bruce Zirinsky requested to review the transcript to make changes to form or substance.

I DO FURTHER CERTIFY that the foregoing is a true and accurate transcript of the testimony as taken stenographically by and before me at the time, place and on the date hereinbefore set forth. I DO FURTHER CERTIFY that I am neither a relative nor employee nor attorney nor counsel of any of the parties to this action, and that I am neither a relative nor employee of such attorney or counsel, and that I am not financially interested in the action.

---

Notary Public

My Commission expires February 9, 2014  
Dated: April 12, 2012